

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Related Dkt. No. 1057

**CERTIFICATION OF NO OBJECTION (NO ORDER REQUIRED)
REGARDING SECOND MONTHLY FEE APPLICATION FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROVINCE, LLC, AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE PERIOD FROM JANUARY 1, 2025 THROUGH JANUARY 31, 2025**

The undersigned hereby certifies that:

1. On March 5, 2025, Province, LLC (“Province”), as financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) filed and served its *Second Monthly Fee Application for Compensation and Reimbursement of Expenses of Province, LLC*,

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

as Financial Advisor to the Official Committee of Unsecured Creditors for the Period from January 1, 2025 Through January 31, 2025 [Docket No. 1057] (the “Application”).

2. Objections to the Application were to be filed and served no later than March 26, 2025 by 4:00 p.m. (prevailing Eastern Time). The undersigned has caused the Bankruptcy Court’s docket in this case to be reviewed, and no answer, objection or other responsive pleadings to the Application appears thereon. Additionally, no objections to the Application have been received by the undersigned counsel. On the same date, the Fee Examiner filed his *Fee Examiner’s Final Report Regarding First Interim Fee Application Request of Province, LLC* [Docket No. 1180] (the “Report”). As noted therein, Province agreed to a voluntary reduction in its fees in the amount of \$10,493.50 and \$186.51 in expenses, for an aggregate total of \$10,,680.01, covered by the fee period in the Application.

3. Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Estate Professionals*, [Docket No. 353], the Debtors are authorized to pay Province \$1,052,546.39, which represents 80% of the fees, less the aggregate voluntary reduction in the amount of \$10,680.01 for the period from January 1, 2025 through January 31, 2025, upon the filing of this certificate of no objection and without the need for entry of a Bankruptcy Court order approving the Application.

Dated: May 14, 2025

Respectfully submitted,

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Colin R. Robinson

Bradford J. Sandler (DE Bar No. 4142)

Colin R. Robinson (DE Bar No. 5524)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, DE 19899-8705 (Courier 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Email: bsandler@pszjlaw.com

crobinson@pszjlaw.com

-and-

Robert J. Feinstein (admitted *pro hac vice*)

Alan J. Kornfeld (admitted *pro hac vice*)

Theodore S. Heckel (admitted *pro hac vice*)

1700 Broadway, 36th Floor

New York, NY 10019

Telephone: (212) 561-7700

Facsimile: (212) 561-7777

Email: rfeinstein@pszjlaw.com

akornfeld@pszjlaw.com

theckel@pszjlaw.com

*Counsel to the Official Committee
of Unsecured Creditors*